



ACF INDUSTRIES

INCORPORATED

3301 RIDER TRAIL SOUTH, EARTH CITY, MISSOURI 63045-1393 • (314) 344-4500

October 24, 1985

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 9100-C Filed 1025

OCT 28 1985 9 25 AM

OCT 28 9 30 AM '85
MOTOR VEHICLE UNIT

Re: Equipment Trust Agreement
dated as of October 1, 1977 (Series G)

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Sec. 11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement (the "Supplement") dated as of October 9, 1985, between the following:

- (a) Trustee-Lessor: Bankers Trust Company
4 Albany Street
New York, N.Y. 10015
- (b) Lessee: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Mo. 63045

*under 9100
last not sure of
next letter*

The Supplement is a supplement to the Equipment Trust Agreement dated as of October 1, 1977 between the parties which was filed and recorded in your office at 2:25 P.M. on November 23, 1977 under Recordation No. 9100. Since the last previous document relating to the Equipment Trust Agreement was recorded under No. 9100-B, the enclosed document should be assigned the next appropriate designation.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fee in this connection.

We request that four copies of the enclosed Supplement, including the one marked "ACF copy", all bearing the Commission's recordation data, be returned to R. C. Bickford, Assistant Secretary, ACF Industries, Incorporated, Room 2040, 500 Fifth Avenue, New York, New York 10110, or to the bearer.

5-301A000

Sincerely,

Robert C. Bickford
Robert C. Bickford

RCB:ss
Enclosures

No.
Date OCT 28 1985
Fee \$ 10.00
ICC Washington, D.C.

Comptroller

Interstate Commerce Commission
Washington, D.C. 20423

10/28/85

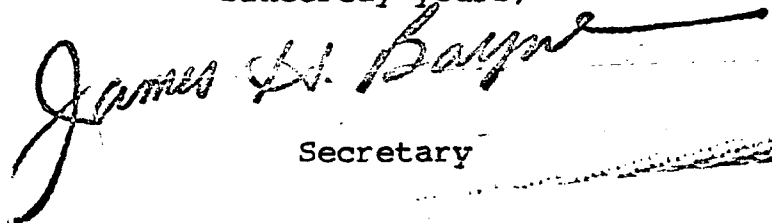
OFFICE OF THE SECRETARY

Robert C. Bickford }
ACF Industries
3301 Rider Trail South
Earth City, Missouri 63045-1393

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/28/85 at 9:35am and assigned re-recording number(s). 9100-C

Sincerely yours,


Secretary

Enclosure(s)

REGISTRATION NO. 9100-C Filed 1428

OCT 28 1985 -9 15 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED

EQUIPMENT TRUST, SERIES "G"

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

DATED OCTOBER 9, 1985

BETWEEN

BANKERS TRUST COMPANY, TRUSTEE

AND

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 9, 1985, between BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the "Trustee"), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the "Company"):

WHEREAS, by a certain Equipment Trust Agreement dated October 1, 1977, (hereinafter called the "Agreement") between the Trustee and the Company, there was constituted "ACF Industries, Incorporated, Equipment Trust, Series G" pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.07 of the Agreement, the Trustee has made payment to the Company of \$401,206.00 out of funds previously deposited with the Trustee pursuant to Section 5.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee equipment (as defined in the Agreement) described in said Request and in Exhibit "A" hereto (hereinafter called the "Substituted Equipment"), and has delivered to the Trustee an Officer's Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment, to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a

supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

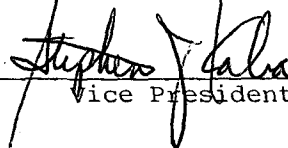
The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the equipment described in Exhibit "A" attached hereto, subject to all the terms and conditions of the Agreement, and such equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

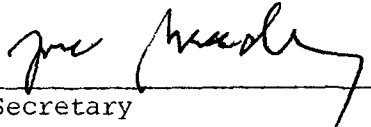
BANKERS TRUST COMPANY, Trustee

By


Vice President

(SEAL)

Attest:


Secretary

ACF INDUSTRIES, INCORPORATED

By Vincent Cholin
Assistant Treasurer

(SEAL)

Attest
[Signature]
Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this 16 day of October, 1985, before me personally appeared Stephen J. Kaba, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Rosemary Melendez
Notary Public

My commission expires: 3-30-86

ROSEMARY MELENDEZ
Notary Public, State of New York
No. 03-4679497
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1986

STATE OF MISSOURI)
COUNTY OF ST. LOUIS) ss:

On this 16 day of October, 1985, before me personally appeared Henry N. Parrish, to me personally known, who, being by me duly sworn, says that he is Secretary of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


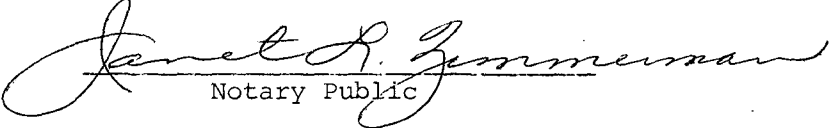
(SEAL)

Janet L. Zimmerman
Notary Public

My commission expires: JANET L. ZIMMERMAN
NOTARY PUBLIC—STATE OF MISSOURI
COUNTY OF ST. CHARLES
MY COMMISSION EXPIRES DEC. 2, 1986

STATE OF MISSOURI)
COUNTY OF ST. LOUIS) ss:

On this 4th day of October, 1985, before me personally appeared Umesh Choksi, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


(SEAL)

Notary Public

My commission expires: **JANET L. ZIMMERMAN**
NOTARY PUBLIC—STATE OF MISSOURI
COUNTY OF ST. CHARLES
MY COMMISSION EXPIRES DEC. 2, 1988.

EXHIBIT "A"

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
ACFX 71041	T104	Sept. 1985	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71042	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71043	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71044	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71045	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71046	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71047	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71048	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71049	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
ACFX 71050	"	"	\$ 40,488	- 0 -	\$ 41,085	\$ 40,488
			<hr/>	<hr/>	<hr/>	<hr/>
			\$404,880	- 0 -	\$410,850	\$404,880